
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker, or other licensed securities dealer, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Futian Holdings Limited (the “Company”), you should at once hand this circular and accompanying form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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FUTIAN HOLDINGS LIMITED

福田股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8196)

(1) PROPOSED SHARE CONSOLIDATION; AND (2) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting (the “EGM”) of the Company to be held at 5/F, No. 18 Keyan Road, Science City, High-tech Industrial Development Zone, Guangzhou, PRC on Wednesday, 4 December 2024 at 10:30 a.m. (or any adjournment thereof) is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

Whether or not you are able to attend and vote at the EGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. no later than Monday, 2 December 2024 at 10:30 a.m. (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

15 November 2024

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or on which a “black” rainstorm warning is hoisted between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as amended from time to time
“Company”	Futian Holdings Limited, a company incorporated in the Cayman Islands on 25 March 2015 as an exempted company with limited liability, the issued Shares of which are listed on GEM
“Consolidated Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company after the Share Consolidation becoming effective
“Director(s)”	director(s) of the Company from time to time
“EGM”	the extraordinary general meeting of the Company to be convened and held at 5/F, No. 18 Keyan Road, Science City, High-tech Industrial Development Zone, Guangzhou, PRC, on Wednesday, 4 December 2024 for the purpose of considering and, if thought fit, approving the Share Consolidation
“Existing Share(s)”	issued and unissued ordinary share(s) of HK\$0.01 each in the existing share capital of the Company before the Share Consolidation becoming effective
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company and its subsidiaries (from time to time)

DEFINITIONS

“Guide”	has the meaning ascribed thereto in the section headed “Letter from the Board — Reasons for the proposed Share Consolidation” in this circular
“HKSCC”	the Hong Kong Securities Clearing Company Limited
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	8 November 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“PRC”	the People’s Republic of China
“Registrar”	the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Share Consolidation”	the proposed consolidation of every ten (10) Existing Shares of HK\$0.01 each into one (1) Consolidated Share of HK\$0.10 each
“Shareholder(s)”	holder(s) of the Existing Share(s) or the Consolidated Share(s), as the case may be
“Share(s)”	the Existing Share(s) or as the context may require, the Consolidated Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent.

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Consolidation is set out below.

Event **2024**

Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM. 4:30 p.m. on Thursday, 28 November

Closure of the register of members for determining the entitlements to attend and vote at the EGM. Friday, 29 November to Wednesday, 4 December (both days inclusive)

Latest time for lodging forms of proxy for the EGM 10:30 a.m. on Monday, 2 December

Date and time of the EGM 10:30 a.m. on Wednesday, 4 December

Publication of the announcement of the poll results of the EGM Wednesday, 4 December

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation as set out in this circular.

Effective date of the Share Consolidation Friday, 6 December

First day of free exchange of existing share certificates for new share certificates for Consolidated Shares. Friday, 6 December

Dealing in the Consolidated Shares commences 9:00 a.m. on Friday, 6 December

Original counter for trading in the Existing Shares in board lots of 8,000 Existing Shares (in the form of existing share certificates) temporarily closes 9:00 a.m. on Friday, 6 December

Temporary counter for trading in the Consolidated Shares in board lots of 800 Consolidated Shares (in the form of existing share certificates) opens 9:00 a.m. on Friday, 6 December

Original counter for trading in the Consolidated Shares in new board lots of 8,000 Consolidated Shares (in the form of new share certificates for the Consolidation Shares) re-opens. 9:00 a.m. on Friday, 20 December

EXPECTED TIMETABLE

Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) commences 9:00 a.m. on Friday, 20 December

Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares 9:00 a.m. on Friday, 20 December

2025

Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares 4:00 p.m. on Tuesday, 14 January

Temporary counter for trading in the Consolidated Shares in board lots of 800 Consolidated Shares (in the form of existing share certificates) closes 4:10 p.m. on Tuesday, 14 January

Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidation Shares and existing share certificates) ends. 4:10 p.m. on Tuesday, 14 January

Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares Thursday, 16 January

Note: All times and dates in this circular refer to Hong Kong local times and dates. In the event that any special circumstances arise, such dates and deadlines may be adjusted by the Board if it considers appropriate. Any changes to the expected timetable will be published or notified to the Shareholders by way of announcement(s) on the website of the Stock Exchange and on the website of the Company as and when appropriate.

LETTER FROM THE BOARD

FUTIAN HOLDINGS LIMITED

福田股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8196)

Executive Directors:

Xie Yang

(Chairman and Chief Executive Officer)

He Xuanxi

Liu Chujun

Sun Zhaoyang

Feng Li

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Headquarters and Principal Place of
Business in the PRC:*

No. 18 Keyan Road

Science City

High-tech Industrial Development Zone
Guangzhou, PRC

Independent non-executive Directors:

Ha Chengyong

Tse Chi Wai

Bai Shuang

Principal Place of Business in Hong Kong:

Unit 01-06, Level 27

Wing On Centre

111 Connaught Road Central
Sheung Wan, Hong Kong

15 November 2024

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED SHARE CONSOLIDATION;
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 25 October 2024 in relation to, among other matters, the proposed Share Consolidation.

The purpose of this circular is to provide you with details of the proposed Share Consolidation as well as to give you the notice of the EGM to be convened.

LETTER FROM THE BOARD

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every ten (10) issued and unissued Existing Shares of HK\$0.01 each will be consolidated into one (1) Consolidated Share of HK\$0.10 each. The Share Consolidation is conditional upon, among other things, the approval of the Shareholders at the EGM.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$20,000,000 divided into 2,000,000,000 Existing Shares of par value of HK\$0.01 each, of which 319,374,000 Existing Shares have been issued and are fully paid or credited as fully paid. Upon the Share Consolidation becoming effective and assuming that no new Existing Shares will be issued or repurchased from the Latest Practicable Date until the effective date of the Share Consolidation, the authorised share capital of the Company will become HK\$20,000,000 divided into 200,000,000 Consolidated Shares of par value of HK\$0.10 each, of which 31,937,400 Consolidated Shares will be in issue which are fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will have no effect on the consolidated net asset value of the Group, nor alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save that any fractional Consolidated Shares will not be allocated to Shareholders who may otherwise be entitled and the necessary professional expenses for the implementation of the Share Consolidation.

The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group and that on the date the Share Consolidation is to be effected, there are no reasonable grounds for believing that the Company is, or after the Share Consolidation would be, unable to pay its liabilities as they become due. The Share Consolidation will not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any unpaid capital of the Company nor will it result in any change in the relative rights of the Shareholders.

Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and

LETTER FROM THE BOARD

- (iii) the compliance with the relevant procedures and requirements under the laws of the Cayman Islands (where applicable) and the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Share Consolidation, if any.

As at the Latest Practicable Date, none of the conditions precedent as set out above is fulfilled.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on Friday, 6 December 2024, being the second Business Day after the date of EGM.

Listing application

An application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares or any part of the equity or debt securities of the Company are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time when the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Board lot size

As at the Latest Practicable Date, the Existing Shares were traded on the Stock Exchange in the board lot size of 8,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will continue to be 8,000 Consolidated Shares.

LETTER FROM THE BOARD

OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots, if any, of the Consolidated Shares arising from the Share Consolidation, the Company has appointed China Sky Securities Limited as an agent to provide odd lot matching services, on a best effort basis, to the Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares during the period from Friday, 20 December 2024 to Tuesday, 14 January 2025 (both dates inclusive). Shareholders who wish to take advantage of this facility should contact Mr. Simon Yuen of China Sky Securities Limited at Room 2302–3, West Tower, Shun Tak Centre, Hong Kong or at telephone number (852) 2680 7888 during office hours (i.e. 9:00 a.m. to 6:00 p.m.) of such period).

Holder of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

Free exchange of share certificates for Consolidated Shares

Subject to the Share Consolidation becoming effective, which is currently expected to be Friday, 6 December 2024, being the second Business Day immediately after the date of the EGM, Shareholders may on or after Friday, 6 December 2024 and until Thursday, 16 January 2025 (both days inclusive), submit their existing share certificates in green colour for the Existing Shares to the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for exchange for new share certificates on the basis of every ten (10) Existing Shares for one (1) Consolidated Share without any fractional Consolidated Share, in yellow colour for the Consolidated Shares at the expense of the Company. It is expected that the new share certificates for the Consolidated Shares will be available for collection within ten (10) Business Days after the submission of the existing share certificates to the Registrar for exchange. Thereafter, a fee of HK\$2.50 (or such other amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the Registrar for each share certificate for the Consolidated Shares issued or each share certificate for the Existing Shares submitted for cancellation, whichever is higher.

LETTER FROM THE BOARD

After 4:10 p.m. on Tuesday, 14 January 2025, trading will only be in Consolidated Shares which share certificates will be issued in yellow colour. Existing share certificates in green colour for the Existing Shares will cease to be valid for trading, settlement and registration purpose, but will remain valid and effective as documents of title.

ADJUSTMENTS IN RELATION TO OTHER SECURITIES OF THE COMPANY

As at the Latest Practicable Date, there are 12,000,000 outstanding share options (the “Share Options”) granted under the share option scheme of the Company adopted on 17 June 2022 (the “Share Option Scheme”) entitling the holders thereof to subscribe for up to an aggregate of 12,000,000 Existing Shares. There are no other Share Options available for further grant under the Share Option Scheme before and after the Share Consolidation.

According to the rules of the Share Option Scheme, in the event of any alteration in the capital structure of the Company whilst any Share Option remains exercisable or the Share Option Scheme remains in effect, and such event arises from a capitalisation of profits or reserves, rights issue, consolidation, sub-division or reduction of the share capital of the Company, then, in any such case the Company shall instruct the auditors or independent financial adviser to the Company to certify in writing the adjustment, if any, to the number of Shares to which the Share Option Scheme or any Share Option(s) relates and the subscription price of any unexercised Share Option. Any such adjustment shall be made on the basis that the aggregate subscription price payable by a grantee on the full exercise of any Share Option shall remain as nearly as possible the same (but shall not be greater than) as it was before such event. No such adjustment shall be made the effect of which would be to enable a Share to be issued at less than its nominal value.

The expected adjustments to be made in respect of the outstanding Share Options as a result of the Share Consolidation are set out as follows:

Date of grant	Before adjustment		After adjustment	
	Exercise price per outstanding Share Option granted	Number of Existing Shares to be allotted and issued upon full exercise of the outstanding Share Options granted	Exercise price per outstanding Share Option granted	Number of Consolidated Shares to be allotted and issued upon full exercise of the outstanding Share Options granted
29 June 2022	HK\$1.19	12,000,000	HK\$11.9	1,200,000
	Total:	12,000,000	Total:	1,200,000

The Company will appoint an auditor or an independent financial adviser to certify the above adjustments in accordance with the requirements of the Listing Rules and the terms of the Share Option Scheme, and will make further announcement in this regard as and when appropriate.

LETTER FROM THE BOARD

Save as disclosed above, as at the Latest Practicable Date, the Company has no outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

REASONS FOR THE PROPOSED SHARE CONSOLIDATION

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. Further, the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by Hong Kong Exchanges and Clearing Limited on 28 November 2008 and last updated in September 2024 (the “Guide”) states that (i) market price of the shares at a level less than HK\$0.10 each will be considered as trading at extremity as referred to under Rule 17.76 of the GEM Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value per board lot should be greater than HK\$2,000.

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous six months up to and including the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$	Board lot value HK\$
2024			
May	0.375	0.215	HK\$1,720 to HK\$3,000
June	0.300	0.220	HK\$1,760 to HK\$2,400
July	0.210	0.048	HK\$384 to HK\$1,680
August	0.058	0.034	HK\$272 to HK\$464
September	0.060	0.036	HK\$288 to HK\$480
October	0.110	0.038	HK\$304 to HK\$880
November	0.096	0.055	HK\$440 to HK\$768
(up to the Latest Practicable Date)			

For the past three months, (i) the Existing Shares have been trading on the Stock Exchange at a range from HK\$0.034 to HK\$0.110 (the board lot value of which ranges from HK\$272 to HK\$880); (ii) the Existing Shares have been mostly trading at a level below HK\$0.10 and trading at extremity as referred to under Rule 17.76 of the GEM Listing Rules; and (iii) the market value of each board lot of 8,000 Existing Shares have fallen below HK\$2,000.

LETTER FROM THE BOARD

In view of the prevailing trading prices of the Existing Shares, the Board proposes to implement the Share Consolidation. It is expected that the proposed Share Consolidation would bring about a corresponding upward adjustment in the trading price of the Consolidated Shares on the Stock Exchange. As a result, the proposed Share Consolidation would enable the Company to comply with the trading requirements under the GEM Listing Rules. Based on the closing price of HK\$0.074 per Existing Share (equivalent to HK\$0.74 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, the expected market value of each board lot of 8,000 Consolidated Shares, assuming the Share Consolidation had become effective, would be HK\$5,920, which is greater than HK\$2,000 and therefore complies with the requirement as set out in the Guide.

Further, the Company has considered other alternative ratio for the Share Consolidation at a lesser scale (for example 5 into 1). However, the Shares have been mostly traded at a closing price below HK\$0.10 in the past three months with the lowest trading price of HK\$0.034 per Existing Share recorded in August 2024. Assuming that (i) the Company carries out a share consolidation of a lesser scale on the basis of every five (5) issued and unissued Existing Shares consolidated into one (1) Consolidated Share; and (ii) the board lot size of 8,000 Existing Share remains unchanged, the board lot value of the Shares after consolidation would be HK\$1,360 based on the lowest trading price of HK\$0.034 per Existing Share recorded in August 2024, which would still fall short of the expected value per board lot being greater than HK\$2,000.

Save for the relevant expenses, including but not limited to professional fees and printing charges to be incurred by the Company, the implementation of the Share Consolidation will have no effect on the consolidated net asset value of the Group, nor alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interests of the Shareholders. In view of the above, the Board considers that the Share Consolidation is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

OTHER CORPORATE ACTIONS AND FUNDRAISING ACTIVITIES IN THE NEXT TWELVE MONTHS

As at the Latest Practicable Date, the Company has no intention to carry out other corporate actions in the next twelve months which may have an effect of undermining or negating the intended purpose of the Share Consolidation, and the Company does not have any concrete plan to conduct any fundraising activities in the next twelve months. However, the Board cannot rule out the possibility that the Company may conduct debt and/or equity fundraising exercises when suitable opportunities arise in order to support future development of the Group. The Company will make further announcement(s) in this regard in accordance with the GEM Listing Rules as and when appropriate.

LETTER FROM THE BOARD

EGM

A notice convening the EGM is set out on pages EGM-1 to EGM-3 of this circular. The EGM will be convened at 5/F, No. 18 Keyan Road, Science City, High-tech Industrial Development Zone, Guangzhou, PRC on Wednesday, 4 December 2024 at 10:30 a.m. for the purpose of, considering and, if thought fit, approving the proposed Share Consolidation.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM in person, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. no later than Monday, 2 December 2024 at 10:30 a.m.). Completion and return of a form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the resolution to be proposed at the EGM.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 29 November to Wednesday, 4 December 2024 (both days inclusive) during which period no transfer of Shares will be registered. In order to be qualified to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Thursday, 28 November 2024.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors, the controlling shareholders of the Company or any of their respective close associates (as defined under the GEM Listing Rules) has any interest in a business which competes or may compete with the business of the Group nor does any of them has or may have any other conflicts of interests with the Group.

RECOMMENDATION

The Directors consider that the proposed Share Consolidation is in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolution approving the Share Consolidation to be proposed at the EGM.

Yours faithfully
For and on behalf of the Board
Futian Holdings Limited
XIE Yang
Chairman

NOTICE OF EGM

FUTIAN HOLDINGS LIMITED

福田股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8196)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Futian Holdings Limited (the “Company”) will be held at 5/F, No. 18 Keyan Road, Science City, High-tech Industrial Development Zone, Guangzhou, PRC, on Wednesday, 4 December 2024 at 10:30 a.m. (or any adjournment thereof) for the following purposes:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon, among other things, the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue and to be issued upon the Share Consolidation (as defined below) becoming effective, with effect from the second business day immediately following the day of passing of this resolution, being a day on which the shares of the Company are traded on the Stock Exchange:

- (a) every ten (10) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) ordinary share of HK\$0.10 each (each a “**Consolidated Share**”), and such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the articles of association of the Company (the “**Share Consolidation**”);
- (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors (the “**Directors**”) of the Company may think fit; and
- (c) the Directors be and are hereby authorised to do all such acts, deeds and things and to effect all necessary actions as they may consider necessary or desirable in order to effect, implement and complete any and all of the foregoing.”

By order of the Board
Futian Holdings Limited
XIE Yang
Chairman

Hong Kong, 15 November 2024

NOTICE OF EGM

Registered office:

Cricket Square Hutchins Drive P.O. Box
2681 Grand Cayman, KY1-1111 Cayman Islands

Headquarters and Principal Place of

Business in the PRC:

No. 18, Keyan Road
Science City
High-tech Industrial Development Zone
Guangzhou, PRC

Principal Place of Business in Hong Kong:

Unit 01-06, Level 27
Wing On Centre
111 Connaught Road Central
Sheung Wan, Hong Kong

Notes:

1. Any shareholder of the Company (the “**Shareholder(s)**”) entitled to attend and vote at the EGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and vote instead of him/her/it. A proxy needs not be a Shareholder but must be present in person at the EGM to represent the Shareholder. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM if he/she/it so wishes. In the event of a Shareholder who has lodged a form of proxy attending the EGM in person, the form of proxy will be deemed to have been revoked.
3. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the EGM (i.e. no later than Monday, 2 December 2024 at 10:30 a.m. (Hong Kong time)) or its adjournment.
4. For determining the entitlement of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 29 November to Wednesday, 4 December 2024 (both dates inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the EGM, non-registered Shareholders must lodge all transfer documents, accompanied by the relevant share certificates with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Thursday, 28 November 2024.
5. In case of joint holders of a Share, any one of such joint holders may vote at the EGM, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the EGM personally or by proxy, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

NOTICE OF EGM

6. If typhoon signal no. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will publish an announcement on the website of the Company at www.greatwater.com.cn and on the website of the Stock Exchange at www.hkexnews.hk to notify the Shareholders of the date, time and venue of the rescheduled meeting.
7. The translation into the Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the executive Directors are Mr. XIE Yang, Mr. HE Xuan Xi, Ms. LIU Chujun, Ms. SUN Zhaoyang and Ms. FENG Li; and the independent non-executive Directors are Ms. BAI Shuang, Mr. HA Cheng Yong and Mr. TSE Chi Wai.